

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(NORTHERN DIVISION)**

ORRSTOWN BANK,

Plaintiff/Counter-Defendant,

v.

ARES INVESTMENT GROUP, LLC, et al.,

Defendants/Counter-Plaintiffs.

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Civil No. 1:12-cv-00345 RDB

HEARING REQUESTED

**MOTION TO DISMISS COUNTERCLAIM
AND TO STRIKE IN PART FIRST AMENDED ANSWER**

Plaintiff Orrstown Bank, through its undersigned counsel and pursuant to Fed. R. Civ. P. 12, moves to: (a) dismiss Defendants' Counterclaim (ECF No. 24) for failure to state any claim upon which relief can be granted; and (b) strike, in part, Defendants' First Amended Answer (ECF No. 33).

The bases for this motion are set forth in the accompanying memoranda of law, which are incorporated herein by reference.

WHEREFORE, Orrstown Bank respectfully requests that the Court dismiss the Counterclaim with prejudice, strike in part the First Amended Answer, and grant it such other and further relief as deemed just and proper.

Date: May 16, 2012

Respectfully submitted,

/s/ Matthew R. Alsip

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 16th day of May, 2012, a copy of the foregoing Motion to Dismiss Counterclaim and to Strike in Part First Amended Answer (with the accompanying memoranda of law, request for hearing, and proposed order) was served via the Court's CM/ECF system and email to:

Paul M. Nussbaum, Esquire
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Baltimore, Maryland 21202

Counsel for Defendants

/s/ Matthew R. Alsip

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